

DEA
ANTI-CORRUPTION AND ANTI-BRIBERY POLICY



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1. Introduction and DEA's Commitment

1.1. The purpose of this Policy is to:

- set out DEA's commitment against Corruption and Bribery;
- set out DEA's responsibilities, and the responsibilities of those working for a DEA Group Company, in observing and upholding DEA's position on Corruption and Bribery;
- provide information and guidance to all Employees and those working for a DEA Group Company on how to recognise and deal with Corruption and Bribery issues; and
- ensure compliance of DEA's anti-corruption and anti-bribery policies and procedures with all applicable anti-corruption laws and regulations, the DEA Code of Conduct,¹ and the policies and procedures of DEA's shareholders.

1.2. DEA is committed to conduct all of its business activities throughout the world in an honest and ethical manner, and expects the same of its Employees and Business Partners. DEA and its shareholders do not tolerate any form of Corruption, neither active nor passive, direct or indirect, and work against Corruption in all its forms. In all of its activities, DEA is committed to complying with the provisions of the United States Foreign Corrupt Practices Act (FCPA), United Kingdom Bribery Act 2010, German anti-corruption laws, and any applicable anti-corruption laws in the countries, where it does business. DEA implements and enforces adequate procedures and systems, including this Policy, in order to ensure compliance with these commitments and laws.

1.3. The principles of this Policy are based on the DEA Code of Conduct and the DEA Board of Management commitment to the fundamental standards of professionalism, fairness and integrity in all business dealings and relationships wherever DEA operates.

1.4. DEA would rather lose a particular business opportunity than engage in illegal or unethical conduct.

2. Area of Application

The responsibility to continuously maintain the high standards of this Policy and of the DEA Code of Conduct is borne by all persons working or performing duties for DEA or on the behalf of DEA in any capacity worldwide, including Employees at all levels, directors, and officers. DEA also requires its Business Partners (including, but not limited to, suppliers, contractors, purchasers of oil or gas) to abide by these high standards as well when engaged in business with DEA. DEA does not have business relationships with Business Partners who are known to be in violation of the principles underlying the United Nations Global Compact.

¹ The DEA Code of Conduct is publicly available on DEA's internet site.

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3. Definitions

"Advantage"	includes anything of value, such as money, gifts, loans, fees, hospitality, meals, entertainment, travel, lodging, employment or internships, services, and discounts.
"Bribery"	is offering, promising, giving or accepting any financial or other Advantage, to induce the recipient or any other person to act Improperly in the performance of their functions, to reward them for acting Improperly, to influence them in the exercise of public functions, or where the recipient would act Improperly by accepting the financial or other Advantage (such offered, promised, given, or accepted financial or other Advantage is also referred to as "Bribe").
"Business Partner"	means any individual or organisation an Employee encounters during the course of her/his work for DEA, and includes actual and potential clients, customers, contractors, consultants and agents, suppliers, entities or individuals who provide goods or services, distributors, business contacts, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.
"Chief Compliance Officer"	is the person duly appointed to oversee compliance at DEA for all DEA Group Companies.
"Compliance Manager"	is the person duly appointed to oversee compliance for certain DEA Group Companies.
"Corruption"	is the abuse of entrusted power or position for private gain (a private gain includes, but is not limited to, a gain for a third party) and includes any form of Bribery.
"DEA" or "we" or "us" or "our"	means DEA Deutsche Erdoel AG and all companies in and outside Germany that are directly or indirectly controlled by DEA Deutsche Erdoel AG (a "DEA Group Company" means any company being part of DEA).
"Employees"	means all employees, directors and officers of DEA Group Companies and all persons working on a contract basis, whether on a temporary or permanent basis
"Facilitation Payment"	means the payment of money or granting of an Advantage to a Government Official or authority simply to secure or expedite the performance of the normal duties of the Government Official or authority (for example, payments to hasten visa applications or to

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	quicken the clearance through customs).
"Government Official"	means any individual who (1) holds a legislative, administrative or judicial position of any kind, whether appointed or elected; or (2) exercises a public function; or (3) is an official or agent of a public international organisation (such as the United Nations, the World Bank or the International Monetary Fund). "Government Official" also includes (4) any official of a political party, and any candidate for political office; (5) any executive, officer, agent or employee of a government-owned or government-controlled entity (such as a state-owned oil and gas company or state-owned bank); and (6) any person who is acting in an official capacity for any entity described above, including a private consultant who also holds a position with, or acts on behalf of, a government or a public international organisation or an enterprise owned or controlled by a government.
"Improperly"	means that a person acts illegally, unethically, contrary to an expectation of or in a manner inconsistent with good faith or impartiality, or where a person retains from performing his/her employment duties or functions, or where a person abuses a position of trust. The improper acts may be in relation to any business or professional activities, public functions, acts in the course of employment, or other activities by or on behalf of any organisation of any kind.
"Kickbacks"	are typically payments made in return for a business favour or Advantage.
"Policy"	means this Anti-Corruption and Anti-Bribery Policy.

4. Principles and Rules

4.1. Identified Risks and Implemented Standards and Processes

4.1.1. DEA's business involves the international exploration and production of oil and gas. Given the nature of this business, DEA is exposed to the risk of Corruption and Bribery, which is heightened by the risk profile of the countries in which DEA has business, the substantial amounts invested, and the involvement of Government Officials.

4.1.2. In order to address this risk, the Chief Compliance Officer assesses the nature and extent of DEA's exposure to Corruption and Bribery regularly, at least annually. This risk assessment as well as the mitigation measures are subject to regular reviews and are continuously refined and improved.

4.1.3. To ensure that DEA takes an active and appropriate approach to mitigate the risk of Corruption and Bribery DEA implements and enforces adequate standards and processes. DEA's standards include the DEA Code of Conduct and this Policy, which include strong

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commitments of DEA against any form of Corruption and Bribery and outline our policies to prevent Corruption and Bribery. Additionally, DEA implements clear internal directives on compliant relationships with Business Partners, consultants and agents, compliance reviews of Business Partners, donations and sponsorships, conflicts of interest and holding public offices, elected offices and other honorary offices as well as procurement processes.

- 4.1.4. Agreements with Business Partners must contain a clause in which Business Partners commit that they, in connection with their business relationship with DEA, will not violate key compliance and anti-corruption requirements and principles of the Code of Conduct as specified by DEA.

4.2. Corruption and Bribery

- 4.2.1. As specified in the DEA Code of Conduct, Employees must not take part in any form of Corruption or Bribery, neither active nor passive, direct or indirect.
- 4.2.2. DEA prohibits its Employees from engaging in acts of Corruption or attempted Corruption and from offering Bribes or Kickbacks to, or accepting Bribes or Kickbacks from anyone with whom we engage in business.

Example 1: An Employee offers a potential Business Partner tickets for a major sporting event in exchange for an agreement to do business with DEA. This is a violation of this Policy by the Employee because the Employee offers something of value to gain a commercial and contractual Advantage. It would also be a violation of this Policy by the potential Business Partner to accept this offer.

Example 2: A consultant who regularly advises DEA offers an Employee of DEA a job, but makes it clear that in return he expects this Employee to use her/his influence within DEA to ensure our continued business with this consultant. It is a violation of this Policy for the consultant to make such an offer. It is also a violation of this Policy for the Employee to accept the offer as she/he would be doing so to gain a personal Advantage.

- 4.2.3. DEA promotes this Anti-Corruption and Anti-Bribery Policy amongst its Business Partners, including joint ventures partners, consultants, agents, contractors, and suppliers.

4.3. Facilitation Payments

DEA and its Employees neither make nor offer nor participate in making any Facilitation Payment in any country. This applies irrespective of the amount or frequency of such payments and irrespective of whether Facilitation Payments are culturally acceptable in a particular country or not. It is not a defense that such payments are “customary” or commonly made in the country, or that one or more of DEA’s competitors may have made such payments to Government Officials to obtain business.

Example: A secretary provides a clerk at the embassy with a cash payment to accelerate granting visa applications for an urgent business trip. Such a payment is a prohibited Facilitation Payment.

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A payment for the performance of an official obligation that is explicitly permitted or even required by laws and regulations of the country in which the payment is made is not a Facilitation Payment. It is not enough that the payment is not prohibited; the laws and regulations must explicitly permit or require the payment to be made and allow the Government Official to be influenced by the payment in performing the official obligation.

4.4. Gifts, Hospitality and Other Advantages

4.4.1. Employees of DEA are prohibited from offering to Business Partners gifts, hospitality or other Advantages made with the intention of influencing the Business Partner to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favors or Advantages.² It is therefore necessary to avoid even the mere impression of any inappropriate influence in relationships with Business Partners, especially in connection with Government Officials.

4.4.2. Employees of DEA are prohibited from accepting from Business Partners gifts, hospitality or other Advantages made with the intention of influencing the Employee to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favors or benefits.³ It is therefore necessary to avoid even the mere impression of any inappropriate influence in relationships with Business Partners, especially in connection with Government Officials.

4.4.3. Gifts, hospitality and other Advantages may only be offered to and accepted from Business Partners within the bounds of customary business practices, and only if they cannot be considered as an attempt to gain any inappropriate influence. In determining what is customary, Employees are expected to exercise good judgment in each case, taking into account all pertinent circumstances of the respective gift, hospitality or Advantage, such as

- value, character, and purpose of the respective gift, hospitality or Advantage,
- positions of the persons providing and receiving,
- business context,
- reciprocity, and
- applicable laws and regulations and social norms.

4.4.4. Receiving or giving any Advantage from or to a Government Official is prohibited, unless prior authorization by the Chief Compliance Officer has been obtained. In addition, any Advantage from or to a Government Official must be registered in a Compliance IT Tool, the purpose of which is to ensure maximum internal transparency of such Advantages for review and monitoring purposes.

² For more details please see DEA Directive „Compliant relationship with Business Partners“ (available on DEA's intranet site).

³ For more details please see DEA Directive „Compliant relationship with Business Partners“ (available on DEA's intranet site).

DEA has defined maximum value limits for the giving or receiving of gifts, hospitality and other Advantages from and to persons other than Government Officials. The value limit for giving or receiving an Advantage from or to persons other than Government Officials is € 200,-. The value limit for accepting an Advantage by an Employee from a Business Partner is € 50,- if the relation between the Employee and the Business Partner is equivalent to the relation between a purchaser or requisitioner and a supplier or contractor. A value limit may only be exceeded in exceptional cases if it is ensured that this does not create even the mere impression of an inappropriate influence on or from this party and only after prior approval by the Chief Compliance Officer.⁴

- 4.4.5. In case of uncertainty about whether giving or accepting a particular gift, hospitality or other Advantage is reasonable and justifiable, the Chief Compliance Officer or the responsible Compliance Manager is to be involved beforehand.

4.5. Donations and Sponsorships

- 4.5.1. DEA only makes charitable donations that are legal and ethical under local laws and regulations and practices.⁵
- 4.5.2. DEA is non-partisan and prohibits making contributions to political parties or to organisations and foundations that are closely associated with political parties.
- 4.5.3. Even the mere impression of an inappropriate influence on business decisions or official decisions by granting donations or sponsorship is to be avoided.
- 4.5.4. Cash donations and sponsorships are not permitted. Donation and sponsorship activities may only take place on the basis of a written documentation and must comply with the principle of internal transparency. The Employee responsible for the donation or sponsorship must be able to render account of the identity of the recipient, the motivation and the intended purpose of the relevant measure at all times, and this must be recorded.
- 4.5.5. All donations and sponsorships must be pre-approved by the Chief Compliance Officer.

4.6. Suppliers and Contractors

- 4.6.1. DEA has implemented standards for proper commissioning, handling and billing of services provided by suppliers and contractors.⁶ All contracts with suppliers and contractors must (a) specifically describe the obligations of the supplier or contractor, (b) include an explicit reference to the DEA Code of Conduct, and (c) require that the supplier or contractor complies with the United States Foreign Corrupt Practices Act (FCPA), United Kingdom Bribery Act 2010, and all applicable anti-corruption laws.

⁴ For more details, please see DEA Directive "Compliant relationship with Business Partners" (available on DEA's intranet site).

⁵ For more details please see DEA Directive „Donations and Sponsorships“ (available on DEA's intranet site).

⁶ For more details please see DEA Directive „Procurement“ (available on DEA's intranet site).

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4.6.2. The selection of suppliers and contractors is made based on an evaluation of professional merit within defined procurement processes.

4.6.3. The principle of strict separation of responsibilities, internal transparency and documentation applies throughout the whole procurement process.

4.7. Consultants and Agents

4.7.1. DEA has implemented standards for proper commissioning, handling and billing of services provided by consultants, agents and other third parties acting on behalf of DEA.⁷

4.7.2. In order to meet the highest standards of integrity, Employees must ensure that before commissioning any external services:

- a standardized selection bid process has been conducted;
- the decision to award the work to a certain person or company must be documented in a way plausible to any third party in relation to the relevant requirements profile and scope of services;
- the level of compensation is an appropriate and justifiable remuneration for legitimate services rendered;
- the contract with the consultant, agent, or other third party acting on behalf of DEA (a) specifically describes the services to be provided, (b) includes an explicit reference to the DEA Code of Conduct, and (c) requires that the provider of the services complies with the United States Foreign Corrupt Practices Act (FCPA), United Kingdom Bribery Act 2010, and all applicable anti-corruption laws;
- appropriate due diligence has been performed (see section 4.8. below);
- payments are made only if the services have been rendered and/or the agreed conditions have been satisfied;
- no cash payments have or will be made; and
- all of the above steps done are fully documented.

4.8. Business Partner Due Diligence

4.8.1. Before entering into a business relationship, DEA carefully checks its potential Business Partners.⁸ When DEA considers entering into a business relationship with a new Business Partner, the relevant Business Partner is subject to a structured and defined risk assess-

⁷ For more details see DEA Directives "Procurement" and „Consultants and Agents“ (available on DEA's intranet site).

⁸ For more details please see DEA Directive „Business Partner Due Diligence“ (available on DEA's intranet site).

ment to determine the new Business Partner's risk level. Responsible for the performance of the risk assessment is the competent procurement Employee, if the participation of procurement is required, and in any other case the Employee who initiates to enter into, extend or renew a contract with a Business Partner. The result of the risk assessment determines the level of due diligence that will be required in the next step. Responsible for the performance of the due diligence is the Compliance Manager competent for the Employee who has to perform the risk assessment.

4.8.2. A documentation of any due diligence, including the potential objections and reasons for the result, will be prepared and filed by DEA.

4.9. Conflict of Interest

4.9.1. A conflict of interest occurs when private or personal interests are inconsistent with the interests of DEA in any way, or even if only the appearance of such a conflict is created. Such a conflict can be direct or indirect, and refers not only to personal conflicts of the respective Employee but also to those of family members and friends.

4.9.2. DEA imposes an obligation upon every Employee to separate private interests from those of DEA, to safeguard the interests of DEA, not to disclose any confidential business information of DEA to any third parties (including family members), and not to use internal information of DEA for private interests.⁹

4.9.3. DEA also needs to avoid even the appearance of a conflict of interest. Therefore, even where there may not be an actual conflict of interest, but could be the appearance of one, Employees must consult with the Chief Compliance Officer prior to engaging in the activity at issue.

4.10. Political Activities

4.10.1. Employees must avoid conflicts of interest between work duties and civic and democratic, political, charitable, and other volunteer activities.¹⁰

4.10.2. Employees who are active in these areas do so as private individuals and not as representatives of DEA. DEA does not pursue its business interests through its Employees' activities in these areas.

4.10.3. DEA refrains from establishing any business relationship that creates even the mere impression of an inappropriate influence on a Government Official.

4.10.4. DEA will not enter into employment relationships with, or offer internships whether paid or unpaid to, persons or members of the immediate family of persons whose main occu-

⁹ For more details please see DEA Directive „Conflict of Interests“ (available on DEA's intranet site).

¹⁰ For more details please see DEA Directive „Holding public offices, elected offices and other honorary offices“ (available on DEA's intranet site).

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pation involves holding a public office or parliamentary seat. DEA will also not enter into consultancy agreements or similar services contracts with such persons.

5. Communication and Trainings

- 5.1. DEA will take action to ensure that the DEA Code of Conduct, this DEA Anti-Corruption and Anti-Bribery Policy, and DEA anti-corruption directives and procedures are communicated to all Employees on a regular basis.
- 5.2. DEA expects the same high anti-corruption standards as set forth in the DEA Code of Conduct and this Policy from all Business Partners acting for, on behalf of, or in conjunction with DEA. DEA communicates these standards to its Business Partners where necessary and appropriate.
- 5.3. In order to make all Employees aware of the importance of anti-corruption and to inform them about DEA's anti-corruption policies and procedures, all new Employees have to participate in an anti-corruption training within 6 months after joining DEA. All Employees at executive level or above have to attend at least one annual classroom anti-corruption training.
- 5.4. In addition, a detailed training schedule developed by the DEA Compliance Team sets forth mandatory regular anti-corruption trainings for Employees in compliance-sensitive areas. According to this training schedule, all relevant DEA Employees will receive on a regular basis appropriate training to anti-corruption related policies and procedures. The extent, nature, and frequency of such training shall be defined by reference to the respective organisation unit and will reflect the risks faced by the organisation unit and the Employees in that unit and in their roles. Special focuses of these trainings are the DEA Code of Conduct, this Anti-Corruption and Anti-Bribery Policy, anti-corruption and anti-bribery laws and regulations, and Business Partner due diligence procedures.
- 5.5. A web based training program that encompasses the principles and approach to bribery and corruption adopted by DEA will be made available to all Employees.
- 5.6. Records of all completed training sessions undertaken by officers and Employees are maintained by the DEA Compliance Team and Human Resources department.

6. Monitoring and Review

- 6.1. DEA has implemented mandatory anti-corruption and anti-bribery procedures, policies and controls proportionate to the corruption and bribery related risks identified throughout DEA's business activities.
- 6.2. DEA's internal control system will be subject to regular internal audits providing assurance that implemented anti-corruption and anti-bribery procedures, policies and controls are suitable, adequate and effective in countering Corruption and Bribery. These audits will also include reviews of the compliance records maintained by the business units.

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- 6.3. DEA will regularly review and revise its procedures, controls, risk assessments and mitigation measures and implement identified improvements as appropriate.

7. Responsibilities

- 7.1. The prevention, detection and reporting of Corruption and Bribery and any other violation of this Policy are the responsibility of all those working for DEA or under the control of DEA.
- 7.2. All Employees must ensure that they read, understand and comply with this Policy. Managers, in particular, are called upon to actively promote the implementation of this Policy.
- 7.3. Any Employee who has been, or thinks she/he has been, offered a Bribe or asked to offer a Bribe, or believes or suspects any Bribery, Corruption or other breach of this Policy has occurred or may occur, must, where relevant, refuse it and report such concerns immediately to the responsible Compliance Manager or the Chief Compliance Officer, provided her/his privilege against self-incrimination does not apply.
- 7.5. All DEA Group Companies worldwide have to include this Policy in its current form in their respective system of rules, and to communicate it to the respective domestic and foreign organisation units.
- 7.6. For companies, that are directly or indirectly owned by DEA, but not directly or indirectly controlled by DEA, the relevant executive bodies, in consultation and coordination with the respective co-partners, should aim to issue corresponding rules and regulations in compliance with this Policy.

8. Records

All transactions must appear accurately and properly in the books and records of the respective DEA Group Company.

9. How to Raise a Concern

- 9.1. All Employees are encouraged to raise concerns about any issue or suspicion of Bribery or Corruption or other violation of this Policy at the earliest possible stage to the responsible Compliance Manager or the Chief Compliance Manager.
- 9.2. DEA provides a variety of resources the Employees can and should turn to when they need to raise a question or concern, or when they have to report a matter:
- If an Employee has questions or concerns on the interpretation of this Policy or on the application of this Policy in individual instances, the Employee should contact the responsible Compliance Manager or the Chief Compliance Manager.

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- If an Employee is unsure about whether a particular act constitutes Bribery or Corruption or a violation of this Policy, the Employee should raise it with the responsible Compliance Manager or the Chief Compliance Officer.
- Any Employee who has been, or thinks he/she has been, offered a Bribe or asked to offer a Bribe, or believes or suspects any Bribery, Corruption or other breach of this Policy has occurred or may occur, must, where relevant, refuse it and report such concerns immediately to the responsible Compliance Manager or the Chief Compliance Officer or the ombudsman who is external to DEA, provided the Employee's privilege against self-incrimination does not apply.
- All contact details of the Chief Compliance Officer, Compliance Managers, and DEA's ombudsman, as well as additional information on DEA's ombudsman, are published on DEA's intranet site. The Chief Compliance Officer, Compliance Managers and the external ombudsman may also be contacted anonymously by any Employee.
- Processes are in place to ensure that any raised or reported concern will be answered and investigated as appropriate, and that appropriate actions are taken.

10. Protection

- 10.1. DEA encourages openness and will support any Employee who raises or reports genuine concerns in good faith under this Policy, even if they turn out to be mistaken. No Employee will face recrimination or detrimental treatment solely for contacting the DEA Compliance Team. Detrimental treatment includes dismissal, demotion, disciplinary action, threats or other unfavorable treatment connected with raising a concern.
- 10.2. DEA is committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in Bribery or Corruption or a violation of this Policy, or because of reporting in good faith a suspicion that an actual or potential Bribery or Corruption offence or violation of this Policy has taken place, or may take place in the future.
- 10.3. All persons responding to Employees' questions, concerns, complaints, and suggestions are expected to use appropriate discretion regarding anonymity and confidentiality to the legally possible extent.

11. Breaches of this Policy

- 11.1. An Employee who breaches this Policy may face disciplinary actions, which could result in the termination of employment, as well as claims for damages and criminal prosecution. On the other side, no Employee will face disciplinary actions or any other detrimental treatment for refusing to commit Bribery or Corruption or for complying with this Policy, even if it may result in DEA losing business.
- 11.2. DEA may terminate its relationships with other individuals and organisations working on DEA's behalf if they breach this Policy.

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12. Contact for Help

- 12.1. Any questions about the applicable anti-corruption and anti-bribery laws and regulations, the Code of Conduct, this Policy and/or any related policies or procedures of DEA, should be referred to the responsible Compliance Manager or the Chief Compliance Officer.
- 12.2. All contact details of the Chief Compliance Officer and the Compliance Managers are published on DEA's intranet site.